



**BYLAWS OF
EMMETT HIGHLAND OWNERS ASSOCIATION, INC.,
an Idaho nonprofit corporation**

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ARTICLE I. NAME AND LOCATION

The name of the corporation is EMMETT HIGHLAND OWNERS ASSOCIATION, INC. (the "Association"). The principal office of the Association shall be located at 210 W. Main Street, Emmett, Idaho 83617, but meetings of members and directors may be held at such places within the State of Idaho, County of Gem, as may be designated by the Board of Directors.

ARTICLE II. DEFINITIONS

The following terms shall have the following meanings:

Section 1. "ASSOCIATION" shall mean and refer to the Emmett Highland Owners Association, Inc., an Idaho nonprofit corporation, its committees and/or sub-associations (if any), and successors and assigns, as defined in the Declaration.

Section 2. "COMMON AREA" shall mean all real property, including fee simple, easements (including, but not limited to, landscape easements), licenses, leases, private streets, drives, parking areas and recreational facilities, or any other real property interests therein, located within or outside of the boundaries of the Property, including but not limited to, any Lots (including common Lots as may be shown on the Plat), any interest in the pathways, median islands, and all improvements located thereon (including personal property) for the common use and enjoyment of the Owners, in which the Association owns a real or personal property interest or controls, and/or which the Association is obligated to maintain in the Declaration or by any other document.

Section 3. "DECLARANT" shall mean and refer to 210 MAIN, LLC, an Idaho limited liability company, its successors and assigns.

Section 4. "DECLARATION" shall mean and refer to the Master Declaration of Covenants, Conditions, and Restrictions for Payette River Orchards Subdivision, recorded on January 4, 2021, as Instrument No. 331357, in the Office of the Gem County Recorder, and as hereafter amended pursuant to the terms of said Declaration.

Section 5. "LOT" shall mean and refer to a portion of the Property which is a legally described tract or parcel of land within the Property, or which is designated as a Lot in a Plat, including any improvements located such tract or parcel of land (except excluding the City Lots, as defined in

the Declaration).

Section 6. [reserved].

Section 7. "MEMBER" shall mean and refer to any person(s) who is an Owner of a Lot within the Property entitled to membership as provided in the Declaration. (see Art. III § 6 on classes of members).

Section 8. "OWNER" shall mean and refer to a person or persons or other legal entity or entities including the Declarant, holding fee simple title to a Lot within the Property including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. "PROPERTIES" or "PROPERTY" shall mean and refer to that certain real property identified as:

All of PAYETTE RIVER ORCHARDS NO. 1, according to the official plat thereof filed in Book 6 of Plats at Page 42, as Instrument No. 331352, recorded on January 4, 2021, official records of Gem County, Idaho.

Together with any other real property annexed into the project as more particularly provided in the Declaration.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meetings: The first annual meeting of the members shall be held within one year from the date of incorporation of the Association. The annual meeting of the members for the election of directors whose terms have expired and for the transaction of such other business as may properly come before the meeting shall be held at such hour and on such day as shall be determined by the board of directors.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the president or by the board of directors, or upon written request of one-fourth (1/4) of all of the Class A membership (only once the Declarant is no longer the Class B Member).

Section 3. Notice of Meetings: Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by emailing, other electronic means, or mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any

meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Until such time as the Class B Member transfers the voting rights to the Class A Members, a quorum will only exist with the attendance of the Class B Member and the attendance of only the Class B Member will be a quorum.

Section 5. Proxies: At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing (including electronic means) and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 6. Voting: Voting. The Association will have two (2) classes of memberships.

6.1 *Class A*. The “Class A Members” shall be the Members of the Association who are all Owners of Lots within the Property, with the exception of the Declarant. The Class A Members shall be non-voting Members of the Association until such time as the Class B Member’s voting rights are granted and transferred to the Class A Members as provided below. Upon the Class B Member’s grant and transfer of voting rights to the Class A Members, each Class A Member shall be entitled to one (1) vote for each Lot owned and when more than one (1) person holds an interest in a Lot, all such persons shall be Class A Members but the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot owned by a Class A Member.

6.2 *Class B*. The “Class B Member” shall be the Declarant. The Class B Member shall be the only voting Member of the Association until such time as the Class B Member’s voting rights are specifically and expressly granted and transferred to the Class A Members and the Class B membership is terminated in a writing recorded in the records of Gem County, Idaho. If Declarant has not specifically and expressly granted and transferred such Class B voting rights in such a recorded writing, the Owner of a Lot (other than the Declarant) shall be a non-voting Class A Member without voting rights. The Class B membership and the Class B Member voting rights shall cease and be converted to Class A membership and Class A voting rights when the Declarant (including a transferee who becomes Declarant) specifically and expressly grants and transfers the Class B Member’s voting rights to the Class A Members, terminates the Class B membership and relinquishes its rights as Declarant under the Declaration in a writing recorded in the records of Gem County, Idaho. The Declarant may assign and transfer its Class B membership and Class B voting rights to its successors in title to Lot(s) who become Owners and Members of the Association in a writing recorded in the records of Gem County, Idaho. Owners recognize that the Declarant shall be the Class B Member and the only voting Member of the Association as long as Declarant owns property subject to the Development Agreement, Preliminary Plat, or property subject to annexation into this Declaration.

ARTICLE IV. BOARD OF DIRECTORS; TERM OF OFFICE

Section 1. Number: The affairs of this Association shall be managed by a board of not less than three (3) nor more than five (5) directors, who need not be members of the Association. The initial number of directors shall be three (3).

Section 2. Term of Office: Until the first annual meeting of members, the directors of the Association shall be those individuals named in the Articles of Incorporation or their successors

determined in accordance with this Article. At such meeting, and at each annual meeting of members thereafter, the directors shall be elected by the members; provided, however, that if for any reason any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their respective successors are elected.

Section 3. Removal: Any director may be removed from the Board, with or without cause, by a majority of the members of the Association entitled to vote. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation: No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination: Nomination for election to the board of directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the board of directors, and two or more members of the Association. The nominating committee shall be appointed by the board of directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or nonmembers.

Section 2. Election: Election to the board of directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Declarant's Right to Appoint Directors: Any other provision of these Bylaws, the Articles of Incorporation or the Declaration notwithstanding, for so long as the Declarant is the Class B Member and holds the Class B voting rights, or owns one (1) or more Lots, the Declarant alone shall have the unilateral right to appoint all of the directors to the board as set forth in the Declaration and Articles of Incorporation and consistent with Idaho Code § 30-30-604.

ARTICLE VI. MEETINGS OF DIRECTORS

Section 1. Regular Meetings: Regular meetings of the board of directors shall be held

quarterly (or such other interval set by the board) without notice, at such place or remote means and hour as may be fixed from time to time by resolution of the board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings: Special meetings of the board of directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

ARTICLE VII. POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 1. Powers: In addition to those powers and duties of the Association set forth in the Declaration, the board of directors shall have power to:

- A. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- B. Suspend the voting rights and right to use of the recreational facilities, if any, of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership or Declarant by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- D. Declare the office of a member of the board of directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of directors;
- E. Employ a manager, an independent contractor or such other employees as the board deems necessary and to prescribe their duties; and
- F. To enforce the terms and provisions of the Declaration and to establish and assess assessments and fines for the infraction thereof; and to assess costs, including but not limited to reasonable attorneys' fees and costs, incurred by the Association in the enforcement of the Declaration against any person or Lot, which assessments shall be a continuing lien upon the Lot so assessed pursuant to the Declaration.

Section 2. Duties: It shall be the duty of the board of directors to:

- A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote.
- B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- C. As more fully provided in the Declaration to:
 - 1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - 2. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - 3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- D. Issue, or to cause to an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- E. Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- G. Cause the common area to be maintained; and
- H. To enforce the terms and provisions of the Declaration.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices: The officers of this Association shall be a president and vice president, who shall at all times be members of the board of directors, a secretary and a treasurer, and such other officers as the board may from time to time create by resolution.

Section 2. Election of Officers: The election of officers shall take place at the first meeting of the board of directors following each annual meeting of the members. Until such time, the officers elected pursuant to the Consent of Board of Directors in Lieu of Initial Organizational Meeting shall remain in their respective offices.

Section 3. Term: The officers of this Association shall be elected annually by the board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed or otherwise disqualified to serve. All officers shall hold office until their respective successors are elected or such officer is removed or resign.

Section 4. Special Appointments: The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the board may from time to time determine.

Section 5. Resignation and Removal: Any officer may be removed from office with or without cause by the board. Any officer may resign at any time, giving written notice to the board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 6. Vacancies: A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices: Any two or more offices may be held by the same person including special offices created pursuant to Sections 1 and 4 of this Article; provided, however, that no person shall simultaneously hold the offices of President and Secretary.

Section 8. Duties: The duties of the officers are as follows:

- A. President: The president shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes (may individually sign checks for amounts less than \$1,000.00 or for budgeted items approved by the board of directors).
- B. Vice President: The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the board and of the members; keep appropriate current records showing names of members of the Association, together with their addresses, and shall perform such other duties as required by the board.
- D. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board of directors; shall sign all checks and promissory notes of the Association (may individually sign checks for amounts less than \$1,000.00 or for budgeted items approved by the board of directors); keep proper books of account; cause an annual

audit, review, or compilation of the Association books to be made by a certified public accountant at the completion of each fiscal year, beginning in the year the Association receives title to the first common area; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX. COMMITTEES

The board of directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X. BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI. ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Regular, Special, Limited, Enforcement, Initial Regular and Special assessments, Transfer and Setup Fee assessments, and other Assessments to the Association which are secured by a continuing lien upon the property against which the assessment is made. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of his lot.

ARTICLE XII. CORPORATE SEAL

The Association may utilize a physical or electronic seal having within it the words: “EMMETT HIGHLAND OWNERS ASSOCIATION, INC.”

ARTICLE XIII. AMENDMENTS

The Bylaws of the Association may be altered, amended or new Bylaws adopted at any regular meeting or at any special meeting of the Members thereof, called for that purpose, by the affirmative vote of two-thirds (2/3) of the Members allowed to vote and present at such meeting; provided, that a quorum as specified herein or in the laws of the State of Idaho be present; provided further, however, that notwithstanding the foregoing, Declarant, while the Class B Member, may amend these Bylaws from time to time for the purpose of adopting any amendment.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Any other provision of these Bylaws, the Articles of Incorporation or the Declaration notwithstanding, for so long as Declarant has the right to elect and/or appoint the Board of Directors of the Association, or is the Class B Member and holds the Class B voting rights, or

owns one (1) or more Lots, the Declaration, the Articles of Incorporation and/or these Bylaws of the Association may be amended unilaterally by the Declarant alone to effect any change whatsoever without requirement of notice or a meeting or vote of the membership, or the consent of any other party.

ARTICLE XIV. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Directors and Executive Officers: The corporation shall indemnify its directors and officers to the full extent permitted by the Idaho Business Corporation Act or the Idaho Nonprofit Corporation Act (collectively the "Acts"), as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Acts permitted the corporation to provide prior to such amendment); provided, however, that the corporation may limit the extent of such indemnification by individual contracts with its directors and officers; and, provided further, that the corporation shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the corporation or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law; (ii) the proceeding was authorized by the board of directors of the corporation, or (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the Acts.

Section 2. Other Officers, Employees and Other Agents: The corporation shall have the power to indemnify its employees and other agents as set forth in the Idaho Nonprofit Corporation Act.

Section 3. Good Faith: For purposes of any determination under this Article XIV, a director or officer shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, to have had no reasonable cause to believe that his conduct was unlawful, if his action is based on the records or books of account of the corporation or other enterprise, or on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) the officers of the corporation or other enterprise whom the director or officer reasonably believes to be reliable and competent in the matters presented, or (ii) legal counsel, a public accountant or other person as to matters which the director or officer believes to be within such person's professional or expert competence. The term "other enterprise" as used in this Section 3 shall mean any other corporation or any partnership, joint venture, trust or other enterprise, including any employee benefit plan, of which such person is or was serving at the request of the corporation as a director, officer, employee or other agent. The provisions of this Section 3 shall not be deemed to be exclusive and/or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth by the Acts.

Section 4. Expenses: The corporation shall advance, prior to the final disposition of any proceeding, promptly following request therefor, all expenses incurred by any director or officer in connection with such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it should be determined ultimately that such person is not entitled to be

indemnified under this Article XIV or otherwise.

Notwithstanding the foregoing, unless otherwise determined pursuant to Section 5 of this Article XIV, no advance shall be made by the corporation if a determination is reasonably and promptly made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion that, based upon the facts known to the decision-making party at the time such determination is made, such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation, or, with respect to any criminal proceeding, such person believed or had reasonable cause to believe that his conduct was unlawful.

Section 5. Enforcement: Without the necessity of entering into an express contract, all rights to indemnification and advances under this Article XIV shall be deemed to be contractual rights and to be effective to the same extent as if provided for in a contract between the corporation and the director or officer who serves in such capacity at any time while this Article XIV and other relevant provisions of the Acts and other applicable law, if any, are in effect. Any right to indemnification or advances granted by this Article XIV to a director or officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within ninety (90) days of request therefor. The claimant in such enforcement action, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting his claim. It shall be a defense to any such action that the claimant has not met the standards of conduct which make it permissible under the Acts for the corporation to indemnify the claimant for the amount claimed; but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, its independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard to conduct set forth in the Acts, nor an actual determination by the corporation (including its board of directors, its independent legal counsel or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

Section 6. Non-Exclusivity of Rights: The rights conferred on any person by this Article XIV shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, Declaration, agreement, vote of members or disinterested directors or otherwise, both as to action in this official capacity and as to action in any other capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, as provided by law.

Section 7. Survival of Rights: The rights conferred on any person by this Article XIV shall continue as to a person who has ceased to be a director, officer, employee or other agent and shall inure to the benefit of the heirs and personal representatives of such a person.

Section 8. Amendments: Any repeal or modification of this Article XIV shall only be prospective and shall not affect the rights under this Article XIV in effect at the time of the alleged occurrence of any act or omission to act that is the cause of any proceeding against any director,

officer, employee or agent of the corporation.

Section 9. Savings Clause: If this Article XIV or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director or officer to the full extent permitted by any applicable portion of this Article XIV that shall not have been invalidated, or by any other applicable law.

ARTICLE XV. MISCELLANEOUS

Section 1. Fiscal Year: Unless otherwise determined by the Association's board of directors, the fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Assumption: The Association hereby assumes, accepts, and agrees to perform such obligations set forth in the Declaration.

Section 3. Conflict: Neither the Articles of Incorporation nor these Bylaws shall, for any reason, be amended or otherwise changed or interpreted so as to be inconsistent with the Declaration.

The foregoing Bylaws are hereby adopted effective January 4, 2021.

Declarant: 210 Main, LLC

/s/
By: Adam Little, Member

Emmett Highland Owners Ass. Inc.

_____ /s/ Adam Little, Director	_____ /s/ David Little, Director	_____ /s/ Kelsey Little, Director
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